

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

VICE GROUP HOLDING INC., *et al.*

Debtors.¹

Chapter 11

Case No. 23-10738 (JPM)

(Jointly Administered)

DECLARATION OF STATUS AS A SUBSTANTIAL SHAREHOLDER²

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's tax identification number, are: Vice Group Holding Inc. (4250); Vice Impact Inc (9603); Vice Media LLC (5144); Villain LLC (3050); Boy Who Cried Author LLC (6199); Carrot Operations LLC (1596); Carrot Creative LLC (8652); Channel 271 Productions LLC (1637); Clifford Benski, Inc. (9387); Dana Made LLC (1065); Inverness Collective LLC (6542); JT Leroy Holding LLC (7555); PLDM Films LLC (5217); Project Change LLC (2758); R29 Pride, LLC (7011); R29 Productions, LLC (6344); Refinery 29 Inc. (7749); Valvi LLC (6110); Vice Content Development, LLC (5165); Vice Distribution LLC (5515); Vice Europe Holding Limited (N/A); Vice Europe Pulse Holding Limited (N/A); Vice Food LLC (1693); Vice Holding Inc. (2658); Vice International Holding, Inc. (5669); Vice Music Publishing LLC (3022); Vice Payroll LLC (6626); Vice Productions LLC (5399); Vice Project Services LLC (6473); Virtue Worldwide, LLC (7212); Visur LLC (9336); and VTV Productions LLC (6854). The location of the Debtors' service address for purposes of these chapter 11 cases is: 49 South 2nd Street, Brooklyn, NY 11249.

² For purposes of this Declaration: (i) a "Substantial Shareholder" is any entity or individual that has Beneficial Ownership of at least (A) 486,308 shares of Common Stock (representing approximately 4.5 percent of all issued and outstanding shares of Common Stock), (B) 4,676 Series A-1 Preferred Stock (representing approximately 4.5 percent of all issued and outstanding shares of Series A-1 Preferred Stock), (C) 326 Series A-2 Preferred Stock (representing approximately 4.5 percent of all issued and outstanding shares of Series A-2 Preferred Stock), (D) 805 Series E-1 Preferred Stock (representing approximately 4.5 percent of all issued and outstanding shares of Series E-1 Preferred Stock), (E) 45 Series G Preferred Stock (representing approximately 4.5 percent of all issued and outstanding shares of Series G Preferred Stock), (F) 3,903 Series A-3 Preferred Stock (representing approximately 4.5 percent of all issued and outstanding shares of Series A-3 Preferred Stock), (G) 308 Series A-4 Preferred Stock (representing approximately 4.5 percent of all issued and outstanding shares of Series A-4 Preferred Stock), (H) 236 Series E-2 Preferred Stock (representing approximately 4.5 percent of all issued and outstanding shares of Series E-2 Preferred Stock), (I) 4,443 Series F Preferred Stock (representing approximately 4.5 percent of all issued and outstanding shares of Series F Preferred Stock), (J) 154,744 Series D Preferred Stock (representing approximately 4.5 percent of all issued and outstanding shares of Series D Preferred Stock), (K) 370 Series C Preferred Stock (representing approximately 4.5 percent of all issued and outstanding shares of Series C Preferred Stock), or (L) 5,827 Series B Preferred Stock (representing approximately 4.5 percent of all issued and outstanding shares of Series B Preferred Stock); (ii) "Beneficial Ownership" shall be determined in accordance with the applicable rules of section 382 of the IRC and the Treasury Regulations thereunder and includes direct and indirect ownership (*e.g.*, a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries and a partner in a partnership would be considered to own its proportionate share of any equity securities owned by such partnership), ownership by such holder's family members and entities acting in concert with such holder to make a coordinated acquisition of equity securities, and ownership of equity securities that such holder has an Option (as defined below) to acquire; and (iii) an "Option" to acquire stock includes any contingent purchase, warrant, convertible debt, put, call, stock subject to risk of forfeiture, contract to acquire stock, or similar interest, regardless of whether such interest is contingent or otherwise not currently exercisable.

PLEASE TAKE NOTICE that the undersigned party is a Substantial Shareholder with respect to the preferred stock or equity interests or any Beneficial Ownership thereof (the "Preferred Stock") of Vice Group Holding Inc. Vice Group Holding Inc. is a debtor and debtor in possession in Case No. 23-10738 pending in the United States Bankruptcy Court for the Southern District of New York.

PLEASE TAKE FURTHER NOTICE that as of June 7, 2023, the undersigned party currently has Beneficial Ownership of 10,549 shares of Preferred Stock. The following table sets forth the date(s) on which the undersigned party acquired Beneficial Ownership or otherwise has Beneficial Ownership of such Preferred Stock:

Shares	Series and Number of Shares or Equity Interests	Date Acquired
Preferred	946 Series E-1	August 31, 2021
Preferred	2,101 Series E-2	August 31, 2021
Preferred	7,502 Series F	August 31, 2021

PLEASE TAKE FURTHER NOTICE that the last four digits of the taxpayer identification number of the undersigned party are N/A.

PLEASE TAKE FURTHER NOTICE that, pursuant to that certain *Interim Order (I) Establishing Notice and Objection Procedures for Transfers of Equity Securities and Claims of Worthless Stock Deductions and (II) Granting Certain Related Relief* [D.I. 48] (the "Order"), this declaration (this "Declaration") is being filed with the Court and served upon the Equity Notice Parties (as defined in the Order), on or before the later of (a) 20 calendar days after the date of the



Notice of Interim Order (as defined in the Interim Order), or (b) 10 calendar days after becoming a Substantial Shareholder.

PLEASE TAKE FURTHER NOTICE that, pursuant to 28 U.S.C. § 1746, under penalty of perjury, the undersigned party hereby declares that he or she has examined this Declaration and accompanying attachments (if any), and, to the best of his or her knowledge and belief, this Declaration and any attachments hereto are true, correct, and complete.

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Respectfully submitted

K2 Asset Management Limited
Name of Substantial Shareholder

By:  

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Fax: _____

Dated: June 7, 2023
Nicosia, Cyprus

(City) (State)